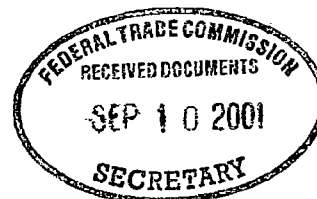


UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION



In the Matter of)

Schering-Plough Corporation,)
a corporation,)

Upsher-Smith Laboratories, Inc.,)
a corporation,)

and)

American Home Products Corporation,)
a corporation.)

Docket No. 9297

PUBLIC

**UPSHER-SMITH'S OBJECTIONS AND RESPONSES TO COMPLAINT COUNSEL'S
FIRST SET OF REQUESTS FOR ADMISSIONS**

Pursuant to Federal Trade Commission Rules of Practice §3.32 Upsher-Smith Laboratories, Inc. submits these objections and responses to Complaint Counsel's First Set of Requests for Admissions to Upsher-Smith. The full text of each request is set forth below in italics, followed by Upsher-Smith's objections and responses. Provision of a response to any request shall not constitute a waiver of any applicable objection, privilege, or other right.

REQUESTS FOR ADMISSIONS

Request No. 1: Upsher-Smith is a legally organized corporation under the laws of the state of Minnesota.

ANSWER: Upsher-Smith admits that it is a corporation organized under the laws of the state of Minnesota.

Request No. 2: Upsher-Smith filed articles of incorporation with the state of Minnesota on May 1, 1970.

ANSWER: Upsher-Smith admits that it filed articles of incorporation with the state of Minnesota on May 1, 1970.

Request No. 3:

ANSWER:

Request No. 4:

ANSWER:

Request No. 5:

ANSWER:

Request No. 6:

ANSWER:

Request No. 7:

ANSWER:

Request No. 8:

ANSWER:

Request No. 9:

ANSWER:

Request No. 10:

ANSWER:

Request No. 11:

ANSWER:

Request No. 12: Upsher-Smith manufactures pharmaceutical products at its facilities in Minnesota.

ANSWER: Upsher-Smith admits that it manufactures pharmaceutical products at its facilities in Minnesota.

Request No. 13: In 1997, Upsher-Smith manufactured pharmaceutical products at its facilities in Minnesota.

ANSWER: Upsher-Smith admits that in 1997 it manufactured pharmaceutical products at its facilities in Minnesota.

Request No. 14:

ANSWER:

Request No. 15:

ANSWER:

Request No. 16: Active pharmaceutical ingredients for its pharmaceutical products are shipped to Upsher-Smith's facilities in Minnesota by suppliers from facilities of those suppliers located outside Minnesota.

ANSWER: Upsher-Smith objects to this Request as vague and ambiguous as it does not define “active pharmaceutical ingredients.” Subject to this objection, Upsher-Smith admits that some ingredients for its pharmaceutical products are received from suppliers’ facilities located outside Minnesota.

Request No. 17: In 1997, active pharmaceutical ingredients for its pharmaceutical products were shipped to Upsher-Smith’s facilities in Minnesota by suppliers from facilities of those suppliers located outside Minnesota.

ANSWER: Upsher-Smith objects to this Request as vague and ambiguous as it does not define “active pharmaceutical ingredients.” Subject to this objection, Upsher-Smith admits that some ingredients for its pharmaceutical products were received from suppliers’ facilities located outside Minnesota in 1997.

Request No. 18: Upsher-Smith receives payments transferred across state lines in exchange for its pharmaceutical products.

ANSWER: Upsher-Smith objects to this Request as the expression “payments transferred across state lines in exchange for pharmaceutical products” is vague and ambiguous. Subject to this objection, Upsher-Smith admits that it receives some payments by mail from other states in exchange for pharmaceutical products.

Request No. 19: In 1997, Upsher-Smith received payments transferred across state lines in exchange for its pharmaceutical products.

ANSWER: Upsher-Smith objects to this Request as the phrase “payments transferred across state lines in exchange for pharmaceutical products” is vague and ambiguous. Upsher-Smith admits that in 1997 it received some payments by mail from other states.

Request No. 20: Upsher-Smith authorizes transfer of funds across state lines in exchange for active pharmaceutical ingredients.

ANSWER: Upsher-Smith objects to this Request as the phrases “transfer of funds” and “active pharmaceutical ingredients” are vague and ambiguous. Upsher-Smith admits that it has paid funds across state lines in exchange for ingredients.

Request No. 21: In 1997, Upsher-Smith authorized transfer of funds across state lines in exchange for active pharmaceutical ingredients.

ANSWER: Upsher-Smith objects to this Request as the phrases “transfer of funds” and “active pharmaceutical ingredients” are vague and ambiguous. Upsher-Smith admits that it in 1997 it paid funds across state lines in exchange for ingredients.

Request No. 22:

ANSWER:

Request No. 23:

ANSWER:

Request No. 24:

ANSWER:

Request No. 25:

ANSWER:

Request No. 26:

ANSWER:

Dated. September 10, 2001

Respectfully submitted,

WHITE & CASE LLP

By 

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CERTIFICATE OF SERVICE

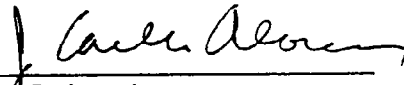
I, J. Carlos Alarcon, hereby certify that on September 10, 2001, I caused a copy of Upsher-Smith's Objections and Responses to Complaint Counsel's First Set of Requests for Admissions to be served upon the following persons by courier delivery.

The Honorable D. Michael Chappell
Administrative Law Judge
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J/Carlos Alarcon